

APR 13 '12 -1 34 PM

LAW OFFICES OF
LOUIS E. GITOMER

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SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

April 13, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
Washington, DC 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of April 13 2012. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

JPMorgan Chase Bank, N.A.
1111 Polaris Parkway, Suite A3 (OH1-1085)
Columbus, OH 43240

Lessee:

Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas TX 75207

A description of the equipment covered by the Memorandum of Lease Agreement consists of 100 covered hopper cars numbered TILX 329811-329910, inclusive.

A fee of \$ 41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

Ms. Cynthia T. Brown
April 13, 2012
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between JPMorgan Chase Bank, N.A., 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas TX 75207, covering 100 covered hopper cars numbered TILX 329811-329910, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of April 13, 2012

between

TRINITY INDUSTRIES LEASING COMPANY,
as Lessee,

and

JPMORGAN CHASE BANK, N.A.,
as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April _____, 2012, by and between JPMORGAN CHASE BANK, N.A. ("Lessor") and TRINITY INDUSTRIES LEASING COMPANY ("Lessee"), with reference to the following.

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of March 1, 2012, and Schedule No. 1000136239 thereto and incorporating the terms thereof, dated as of April 13, 2012 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

JPMORGAN CHASE BANK, N.A.

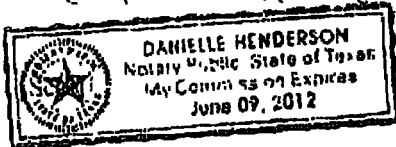
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TRINITY INDUSTRIES LEASING COMPANY

By: C. L. Davis
Name: C. Lance Davis
Title: Vice President

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

On this 7 day of April, 2012, before me appeared C. Lance Davis, the person who signed this instrument, who acknowledged that (s)he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation



Danielle Henderson
Notary Public

My commission expires

6-9-2012

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

One hundred (100) 2012 Trinity C-1 Covered Hopper Railcars currently marked and numbered TILX 329811 through 329910 inclusive)